

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
LORDSTOWN MOTORS CORP., <i>et al.</i> , ¹	Case No. 23-10831 (MFW)
Debtors.	(Jointly Administered)
	Objection Deadline: January 16, 2024 at 4:00 p.m. (ET) Hearing Date: Only if objection(s) filed

**SUMMARY COVER SHEET TO THE FIFTH MONTHLY APPLICATION OF
TROUTMAN PEPPER HAMILTON SANDERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023**

Name of Applicant:	Troutman Pepper Hamilton Sanders LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Petition Date:	June 27, 2023
Date of Retention:	August 23, 2023 effective as of July 17, 2023
Period for which compensation and reimbursement are sought:	November 1, 2023 through November 30, 2023
Amount of compensation sought as actual, reasonable, and necessary:	\$104,601.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$254.66

This is a(n): X monthly interim final application

Troutman Pepper Hamilton Sanders LLP intends to seek compensation in connection with the preparation of this Application at a later date.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Summary of Previously Filed Monthly Applications

DATE FILED DOCKET NO.	PERIOD COVERED	REQUESTED		APPROVED TO DATE	
		FEES	EXPENSES	FEES	EXPENSES
9/6/23 [D.I. 372]	7/17/23 – 7/31/23	\$178,858 ¹	\$82.48	\$137,220 ²	\$82.48
10/17/23 [D.I. 574]	8/1/23 – 8/31/23	\$299,460 ³	\$303.51	\$225,900 ⁴	\$303.51
11/14/23 [D.I. 698]	9/1/23 – 9/30/23	\$204,819 ⁵	\$1,148.10	\$158,580 ⁶	\$1,148.10
11/22/23 [D.I. 733]	10/1/23 – 10/31/23	\$212,608 ⁷	\$1,010.33	\$153,060 ⁸	\$1,010.33

¹Reduced to \$171,525, based on Troutman Pepper's agreement to charge, on a monthly basis, the lesser of (a) the blended rate of \$750/hour for all timekeepers; or (b) its professionals' standard hourly billing rates, subject to payment of the difference, if any, pursuant to terms of its Retention Order.

²This figure represents 80% of \$171,525, the agreed-to reduced rate.

³Reduced to \$282,375, based on Troutman Pepper's agreement to charge, on a monthly basis, the lesser of (a) the blended rate of \$750/hour for all timekeepers; or (b) its professionals' standard hourly billing rates, subject to payment of the difference, if any, pursuant to terms of its Retention Order.

⁴This figure represents 80% of \$282,375, the agreed-to reduced rate.

⁵Reduced to \$198,225, based on Troutman Pepper's agreement to charge, on a monthly basis, the lesser of (a) the blended rate of \$750/hour for all timekeepers; or (b) its professionals' standard hourly billing rates, subject to payment of the difference, if any, pursuant to terms of its Retention Order.

⁶This figure represents 80% of \$198,225, the agreed-to reduced rate.

⁷Reduced to \$191,325, based on Troutman Pepper's agreement to charge, on a monthly basis, the lesser of (a) the blended rate of \$750/hour for all timekeepers; or (b) its professionals' standard hourly billing rates, subject to payment of the difference, if any, pursuant to terms of its Retention Order.

⁸This figure represents 80% of \$191,325, the agreed-to reduced rate.

MONTHLY COMPENSATION BY INDIVIDUAL**(For the period: 11/1/23 – 11/30/23)**

Timekeeper Name	Position (Year of Bar Admission)	Department	Fees Billed in this Fee Application	Hours billed in this Fee Application	Hourly Rate Billed in this Fee Application	Number of Rate Increases in this Fee Application
Francis J. Lawall	Partner (1985)	Finance & Restructuring	\$19,250	15.4	\$1,250	None
David M. Fournier	Partner (1989)	Finance & Restructuring	\$250	.2	\$1,250	None
Joshua S. Gelfand	Partner (2007)	Tax & Benefits	\$540	.5	\$1,080	None
Casselle A. Smith	Partner (2012)	Business Litigation	\$11,253	12.1	\$930	None
Deborah Kovsky-Apap	Partner (2003)	Finance & Restructuring	\$35,952	42.8	\$840	None
Kenneth A. Listwak	Associate (2016)	Finance & Restructuring	\$1,245	1.5	\$830	None
Sean P. McNally	Partner (2003)	Business Litigation	\$3,404	4.6	\$740	None
Tori L. Remington	Associate (2022)	Finance & Restructuring	\$10,586	15.8	\$670	None
Dylan J. DeWitt	Associate (not yet admitted)	Business Litigation	\$3,658	6.2	\$590	None
Kelley E. Kane	Associate (2017)	Business Litigation	\$250	.5	\$500	None
Susan M. Henry	Paralegal	Finance & Restructuring	\$1,326	3.4	\$390	None
Monica A. Molitor	Paralegal	Finance & Restructuring	\$16,887	43.3	\$390	None
TOTALS:			\$104,601.00	146.3		

*The blended hourly rate (before reduction) for all services rendered by Troutman Pepper during the Fee Period is \$714.98.

MONTHLY COMPENSATION BY PROJECT CATEGORY**(For the period: 11/1/23 – 11/30/23)**

Project Category Code	Project Category Description	Total Hours Billed	Total Compensation Billed
B110	Case Administration	7.1	\$3,061
B113	Pleadings Review/Memos	.3	\$375
B120	Asset Analysis and Recovery	.5	\$625
B130	Asset Disposition	4.6	\$3,826
B150	Meetings of and Communications with Creditors	7.6	\$4,846
B155	Court Hearings	2.5	\$1,608
B160	Fee/Employment Applications	36.2	\$18,273
B165	Fees Applications and Invoices -Others	11.3	\$5,780
B170	Fee/Employment Objections	1.7	\$775
B175	Employment and Retention Applications - Others	.8	\$537
B186	Assumption/Rejection of Contracts	1.3	\$1,074
B190	Other Contested Matters	1.5	\$1,158
B191	General Litigation	31.1	\$25,326
B221	Employment Contracts/Issues	8.4	\$7,323
B230	Financing/Cash Collections	1.4	\$1,750
B261	Investigations	.1	\$84
B310	Claims Administration and Objections	9.3	\$8,608
B320	Plan and Disclosure Statement	19.9	\$19,177
B410	General Bankruptcy	.5	\$295
B430	Adversary Proceedings and Bankruptcy Court Litigation	.2	\$100
TOTALS:		146.3	\$104,601.00

MONTHLY EXPENSE SUMMARY**(For the period: 11/1/23 – 11/30/23)**

EXPENSE DESCRIPTION	VENDOR/PROVIDER	AMOUNT
Production and Mailing Charges	Parcels, Inc., Reliable Copy Service	\$161.56
Electronic Docket Searches, Document Retrieval	PACER Service Center	\$93.10
TOTAL:		\$254.66

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831-MFW

(Jointly Administered)

Objection Deadline: January 16, 2024 at 4:00 p.m. (ET)

Hearing Date: Only if objection(s) filed

**FIFTH MONTHLY APPLICATION OF TROUTMAN PEPPER HAMILTON
SANDERS LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023**

Troutman Pepper Hamilton Sanders LLP (“Troutman Pepper”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Lordstown Motors Corp. and its affiliated debtors (collectively, the “Debtors”), submits its fifth monthly fee application (the “Application”), pursuant to sections 330(a), 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* issued by the Executive Office for United States Trustees (the “Guidelines”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee*

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Members [Docket No. 181] (the “Compensation Procedures Order”), seeking entry of an order authorizing allowance for professional services and payment by the Debtors of compensation in the amount of \$104,601.00 for professional services rendered and reimbursement of actual and necessary expenses incurred in the amount of \$254.66 from November 1, 2023 through November 30, 2023 (the “Fee Period”). In support of this Application, Troutman Pepper respectfully states as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S. C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On June 27, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors are operating their business as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. To date, no trustee or examiner has been appointed.

3. On July 25, 2023, the Court entered the Compensation Procedures Order.

Appointment of the Committee and Troutman Pepper’s Retention

4. On July 11, 2023, the Office of the United States Trustee for the District of Delaware (the “United States Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102(a)(1). The Committee formed by the United States Trustee includes the following three members: Barry L. Leonard & Co., Inc., Superior Cam Inc., and SA Automotive Ltd. *See* Docket Nos. 96 and 99.

5. On July 17, 2023, the Committee selected Troutman Pepper to serve as its counsel and Huron Consulting Group Inc. as its financial advisor.

6. On August 23, 2023, upon prior application of Troutman Pepper,¹ the Court entered the *Order Authorizing the Employment and Retention of Troutman Pepper Hamilton Sanders LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of July 17, 2023* [Docket No. 294] (the “Retention Order”).²

7. Pursuant to the Retention Application and Retention Order, Troutman Pepper agreed to make certain adjustments to its billing rates in this case. First, “Troutman Pepper shall, on a monthly basis, charge the lesser of (a) the blended rate of \$750/hour for all timekeepers or (b) its standard hourly billing rates for professional services rendered for such applicable month If the general unsecured creditors receive a recovery of at least 50% in these chapter 11 cases, Troutman Pepper may apply to recover the difference (if any) between its standard billed rates and the blended rate, subject to further Court approval.” Retention Order ¶ 4. Additionally, Deborah Kovsky-Apap (bankruptcy partner) and Sean McNally (litigation partner) have agreed to provide a courtesy discount of their standard hourly rates of approximately 25%. *See* Retention Application ¶ 17.

¹ See *Application for Entry of an Order Authorizing the Employment and Retention of Troutman Pepper Hamilton Sanders LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of July 17, 2023* [Docket No. 234] (the “Retention Application”). The Retention Application was supplemented by the *First Supplemental Declaration of Deborah Kovsky-Apap in Support of Application for Entry of an Order Authorizing the Employment and Retention of Troutman Pepper Hamilton Sanders LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of July 17, 2023* [Docket No. 675].

² Capitalized terms used herein but not capitalized shall have the meaning(s) ascribed to them in the Retention Order.

Summary of Services Rendered

8. Attached hereto as **Exhibit A** is a detailed statement of the fees incurred by Troutman Pepper during the Fee Period, on behalf of the Committee, in the amount of \$104,601.00.

9. The services rendered by Troutman Pepper during the Fee Period are grouped into categories set forth in **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category are set forth in **Exhibit A**.

10. By this Application, Troutman Pepper is seeking approval of \$104,601.00 in fees based on 146.3 hours incurred by the Firm for services rendered on behalf of the Committee during the Fee Period at a blended rate of \$714.98/hour.

Summary of Expenses

11. Attached as **Exhibit B** are Troutman Pepper's detailed computerized records of expenses incurred on behalf of the Committee during the Fee Period in the amount of \$254.66. All entries detailed in **Exhibit B** comply with the requirements set forth in Local Rule 2016-2(e), including an itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available.

12. Troutman Pepper has not charged the Committee for internal photocopying expenses. Troutman Pepper also does not charge for outgoing facsimile transmissions. The rates charged by Troutman Pepper for computerized research vary according to the type of research conducted and the specific files researched, but, in any event, such charges are billed at cost, as set forth in **Exhibit B**. As per the Guidelines, Troutman Pepper has not requested reimbursement of expenses related to overhead charges, such as secretarial services and proofreading.

Valuation of Services

13. Troutman Pepper's attorneys and paraprofessionals expended a total of 146.3 hours for the Fee Period. The professional time expended by the Firm, the value of said time in fees, and the value of the actual expenses incurred by the Firm were actual, reasonable, and necessary. In all respects, the Firm's fees and expenses meet the standards for allowance under Bankruptcy Code Section 330, as well as the standards that govern the review and allowance of bankruptcy professionals' fees.

14. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of the case, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

Reservation of Rights

15. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Fee Period but were not processed prior to the preparation of this Application, or Troutman Pepper has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Fee Period, Troutman Pepper reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Certificate of Compliance and Waiver

16. The undersigned representative of Troutman Pepper certifies that the undersigned has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with such Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, the undersigned believes that such

deviations are not material. Accordingly, Troutman Pepper respectfully requests that any such requirements be waived.

No Prior Request

17. No prior application for the relief requested herein has been made to this or any other court.

Conclusion

WHEREFORE, Troutman Pepper respectfully requests that the Court enter an order (a) awarding Troutman Pepper compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$104,601.00, 80% of which may be paid upon the filing of a certificate of no objection, and reimbursement of actual, reasonable, and necessary expenses incurred in the Fee Period in the amount of \$254.66; (b) authorizing and directing the Debtors to remit payment to Troutman Pepper for such fees and expenses, pursuant to the Compensation Procedures Order; and (c) granting such other relief as is appropriate under the circumstances.

[Remainder of page intentionally left blank]

Dated: December 26, 2023
Wilmington, Delaware

Respectfully submitted,

TROUTMAN PEPPER HAMILTON SANDERS LLP

/s/ Tori L. Remington

David M. Fournier (DE No. 2812)
Tori L. Remington (DE No. 6901)
Hercules Plaza, Suite 5100
1313 N. Market Street, Suite 5100
Wilmington, DE 19801
Telephone: (302) 777-6500
Email: david.fournier@troutman.com
tori.remington@troutman.com

-and-

Francis J. Lawall (admitted *pro hac vice*)
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103-2799
Telephone: (215) 981-4451
Fax: (215) 981-4750
Email: francis.lawall@troutman.com

-and-

Deborah Kovsky-Apap (admitted *pro hac vice*)
875 Third Avenue
New York, NY 10022
Telephone: (212) 808-2726
Fax: (212) 704-6288
Email: deborah.kovsky@troutman.com

-and-

Sean P. McNally (admitted *pro hac vice*)
4000 Town Center, Suite 1800
Southfield, MI 48075
Telephone: (248) 359-7317
Fax: (248) 359-7700
Email: sean.mcnally@troutman.com

*Counsel to the Official Committee of Unsecured
Creditors*